
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 8, 2007

THE MIDDLEBY CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other
Jurisdiction
of Incorporation)

1-9973
(Commission File Number)

36-3352497
(IRS Employer
Identification No.)

1400 Toastmaster Drive, Elgin, Illinois
(Address of Principal Executive Offices)

60120
(Zip Code)

(847) 741-3300
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On March 8, 2007, The Middleby Corporation (the "Company") notified The Nasdaq Stock Market ("Nasdaq") that the Company may have inadvertently violated Nasdaq Marketplace Rule 4350(i)(1)(A). The notification related to the Company's inadvertent issuance of out-of-plan stock options to purchase 3,500 shares of the Company's common stock to the outside directors of the Company in May 2006. The directors and the Company have taken the required actions to rescind the May 2006 transactions, effective as of March 8, 2007.

On March 12, 2007, the Nasdaq issued a letter to the Company indicating that the Company had violated Nasdaq Marketplace Rule 4350(i)(1)(A), but that the Company was now back in compliance with Nasdaq's listing standards as a result of the Company's actions described above and that the matter is now closed. A copy of the Nasdaq letter is attached as Exhibit 99.1 hereto. Also on March 12, 2007, the Company issued a press release announcing its receipt of the Nasdaq Letter, a copy of which is attached as Exhibit 99.2 hereto.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

Exhibit No. Description

- 99.1 Letter from The Nasdaq Stock Market to the Middleby Corporation dated March 12, 2007.
- 99.2 The Middleby Corporation press release dated March 12, 2007.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE MIDDLEBY CORPORATION

Dated: March 12, 2007

By: /s/ Timothy J. FitzGerald

Timothy J. FitzGerald
Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
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99.1	Letter from The Nasdaq Stock Market to the Middleby Corporation dated March 12, 2007.
99.2	The Middleby Corporation press release dated March 12, 2007.

NASDAQ THE NASDAQ STOCK MARKET
9600 BLACKWELL ROAD
ROCKVILLE, MD 20850

By Electronic Mail to: TFitzgerald@Middleby.com

March 12, 2007

Mr. Timothy J. FitzGerald
Vice President & Chief Financial Officer
The Middleby Corporation
1400 Toastmaster Drive
Elgin, Illinois 60120

Re: The Middleby Corporation (the "Company")

Dear Mr. FitzGerald:

On March 9, 2007, the Company notified Staff that in May 2006 it inadvertently issued options (the "Option Grants") to purchase 3,500 shares of the Company's common stock to its outside directors. Such issuance required shareholder approval under Marketplace Rule 4350(i)(1)(A) (the "Rule").¹ However, since discovering that the Option Grants violated the Rule, the Company, on its own initiative, immediately rescinded the Options Grants. Accordingly, Staff has determined that, subject to the disclosure requirements discussed below, the Company has regained compliance with the Rule, and this matter is now closed.

Marketplace Rule 4803(a) requires that the Company, as promptly as possible but no later than four business days from the receipt of this letter, make a public announcement through the news media which discloses receipt of this letter and the Nasdaq rules upon which it is based.² The Company must provide a copy of this announcement to Nasdaq's MarketWatch Department, the Listing Qualifications Department, and the Listing Qualifications Hearings Department (the "Hearings Department") at least

1 Pursuant to Marketplace Rule 4350(i)(1)(A), each issuer shall require shareholder approval when a stock option or purchase plan is to be established or materially amended or other equity compensation arrangement made or materially amended, pursuant to which options or stock may be acquired by officers, directors, employees, or consultants...

2 Nasdaq cannot render advice to the Company with respect to the format or content of the public announcement. The following is provided only as a guide that should be modified following consultation with securities counsel: the Company received a Nasdaq Staff Deficiency Letter on (DATE OF RECEIPT OF STAFF DEFICIENCY LETTER) indicating that the Company fails to comply with the (STOCKHOLDERS' EQUITY, MINIMUM BID PRICE, MARKET VALUE OF PUBLICLY HELD SHARES, etc.) requirement(s) for continued listing set forth in Marketplace Rule(s) ____.

Mr. Timothy J. FitzGerald
March 12, 2007
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10 minutes prior to its public dissemination.³ For your convenience, we have enclosed a list of news services.⁴

In the event the Company does not make the required public announcement, Nasdaq will halt trading in its securities.

Please be advised that Marketplace Rule 4803(a) does not relieve the Company of its disclosure obligation under the federal securities laws. In that regard, Item 3.01 of Form 8-K requires disclosure of the receipt of this notification within four business days.⁵ Accordingly, the Company should consult with counsel

regarding its disclosure and other obligations mandated by law.

If you have any questions, please contact Wayne Bush, Lead Analyst, at (301) 978-8034.

Sincerely,

/s/ Stanley Higgins

Stanley Higgins
Associate Director
Nasdaq Listing Qualifications

3 This notice should be provided to the attention of Nasdaq's MarketWatch Department (telephone: 301/978-8500; facsimile: 301/978-8510), and to Nasdaq's Listing Qualifications Department (facsimile: 301/978-4028) and the Hearings Department (telephone: 301/978-8071; facsimile: 301/978-8080), 9600 Blackwell Road, Rockville, Maryland 20850.

4 The Company must ensure that the full text of the required announcement is disseminated publicly. The Company has not satisfied this requirement if the announcement is published as a headline only or if the news service determines not to publish the full text of the story.

5 See, SEC Release No. 34-49424.

News Services List

Dow Jones News Wire Spot News Harborside Financial Center 600 Plaza Two Jersey City, NJ 07311-3992 (201) 938-5400 (201) 938-5600 FAX	Bloomberg Business News Newsroom P.O. Box 888 400 College Road East Princeton, NJ 08540-0888 (609) 750-4500 (609) 897-8394 FAX (800) 444-2090 Email: release@Bloomberg.net	PR Newswire 810 7th Avenue, 35th Fl New York, NY 10019 (800) 832-5522 (800) 793-9313 FAX
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Businesswire 44 Montgomery Street 39th Floor San Francisco, CA 94104 (415) 986-4422 (415) 788-5335 FAX	Reuters Corporate News Desk 3 Times Square New York, NY 10036 (646) 223-6000 (646) 223-6001 FAX	MarketWire 5757 West Century Blvd. 2nd Floor Los Angeles, CA 90045 (800) 774-9473 (310) 846-3701 FAX
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The Middleby Corporation Notifies NASDAQ of Non-Compliances with
NASDAQ Marketplace Rule

ELGIN, Ill.--(BUSINESS WIRE)--March 12, 2007--The Middleby Corporation (NASDAQ:MIDD) today announced that it received a letter from the Nasdaq Staff dated March 12, 2007, indicating that the Company failed to comply with the shareholder approval requirements for continued listing set forth in Nasdaq Marketplace Rule 4350(i)(1)(A) as a result of the Company's inadvertent issuance in May 2006 of options to purchase 3,500 shares of the Company's common stock to its outside directors without shareholder approval.

The Company self-reported its non-compliance to the Nasdaq Staff on March 8, 2007 and, on its own initiative, immediately rescinded the option grants. Accordingly, the Nasdaq Staff has determined that the Company has regained compliance with Nasdaq Marketplace Rule 4350(i)(1)(A) and the matter is now closed.

The Middleby Corporation is a global leader in the foodservice equipment industry. The company develops, manufactures, markets and services a broad line of equipment used for commercial food cooking, preparation and processing. The company's leading equipment brands include Blodgett(R), Blodgett Combi(R), Blodgett Range(R), CTX(R), Houno(R), MagiKitch'n(R), Middleby Marshall(R), Pitco Frialator(R), Southbend(R), Nu-Vu(R), Alkar(R), RapidPak(R) and Toastmaster(R). Middleby's international subsidiary, Middleby Worldwide, is a leading exporter and distributor of foodservice and the Middleby Philippines Corporation, is a leading supplier of specialty equipment in the Asian markets. In 2006 The Middleby Corporation was ranked #9 on the Forbes 200 Best Small Companies list.

For more information about The Middleby Corporation and the company brands, please visit www.middleby.com.

CONTACT: The Middleby Corporation
Investor and Public Relations:
Darcy Bretz, 847-429-7756